





**WARNING** Before playing this game, read the Xbox 360® console and accessory manuals for important safety and health information. Keep all manuals for future reference. For replacement console and accessory manuals, go to [www.xbox.com/support](http://www.xbox.com/support).

### **Important Health Warning About Playing Video Games**

#### **Photosensitive seizures**

A very small percentage of people may experience a seizure when exposed to certain visual images, including flashing lights or patterns that may appear in video games. Even people who have no history of seizures or epilepsy may have an undiagnosed condition that can cause these “photosensitive epileptic seizures” while watching video games.

These seizures may have a variety of symptoms, including lightheadedness, altered vision, eye or face twitching, jerking or shaking of arms or legs, disorientation, confusion, or momentary loss of awareness. Seizures may also cause loss of consciousness or convulsions that can lead to injury from falling down or striking nearby objects.

Immediately stop playing and consult a doctor if you experience any of these symptoms. Parents should watch for or ask their children about the above symptoms—children and teenagers are more likely than adults to experience these seizures. The risk of photosensitive epileptic seizures may be reduced by taking the following precautions: Sit farther from the screen; use a smaller screen; play in a well-lit room; do not play when you are drowsy or fatigued.

If you or any of your relatives have a history of seizures or epilepsy, consult a doctor before playing.

A black and white illustration of Spider-Man in a dynamic, crouching pose, ready for action. He is wearing his iconic suit with the spider emblem on the chest and a large, reflective mask. The background is a simple gradient with some faint circular patterns.

# ULTIMATE

# MARVEL

VS.

# CAPCOM®

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# GETTING STARTED



Press any button at the Title Screen to display the Main Menu.



## MAIN MENU

You can select five different menus at the Main Menu.

### OFFLINE MODE

Play the game offline. Fight against CPU opponents or use two controllers to fight against other players.

→ P.08

### XBOX LIVE

Fight other players online via XBOX LIVE.  
\*Requires an XBOX LIVE Gold Membership.

→ P.10

### GALLERY

View various images and movies used in the game.

→ P.16

### OPTIONS

Change various game settings.

→ P.17

### HERO LICENSE

View various records and information. You can also edit settings and preset frequently used teams.  
Press the **RB** button to display the License Card screen.

→ P.18

## AUTOSAVE FEATURE

- ◆ **ULTIMATE MARVEL VS. CAPCOM® 3** uses an autosave feature.
- ◆ Your game will automatically be saved at the end of matches, when you change settings, etc.
- ◆ Do not turn off the power of your Xbox 360 console or remove the storage device while the game is being saved.
- ◆ At least 240 KB of free space is required to save your game in **ULTIMATE MARVEL VS. CAPCOM® 3**.





## **Xbox LIVE**

Xbox LIVE® is your connection to more games, more entertainment, more fun. Go to [www.xbox.com/live](http://www.xbox.com/live) to learn more.

### **Connecting**

Before you can use Xbox LIVE, connect your Xbox 360 console to a high-speed Internet connection and sign up to become an Xbox LIVE member. For more information about connecting, and to determine whether Xbox LIVE is available in your region, go to [www.xbox.com/live/countries](http://www.xbox.com/live/countries).

### **Family Settings**

These easy and flexible tools enable parents and caregivers to decide which games young game players can access based on the content rating. Parents can restrict access to mature-rated content. Approve who and how your family interacts with others online with the Xbox LIVE service, and set time limits on how long they can play. For more information, go to [www.xbox.com/familysettings](http://www.xbox.com/familysettings).

# GAME SCREEN

**COMBAT SCREEEEEN!**

**PARTNER'S VITALITY GAUGE**

Some of the damage you receive will be displayed in red. Red areas will gradually recover while the character is waiting off-screen.

**VITALITY GAUGE**

When your vitality is reduced to zero, the character is knocked out and replaced with a partner. If all your characters have no vitality, the team loses.

**TIMER**

Remaining round time. If the winner remains undecided when the timer reaches zero, it will be decided via judgment.

**INFORMATION**

Name and rank of the opposing player during online matches.



**MESSAGE**

Information such as the number of hits in a combo.

**HYPER COMBO GAUGE**

Gradually increases when you attack or receive/block an attack. You can accumulate up to five gauge bars. Use this gauge to execute various attacks.

**LOCATION**



Icon representing your location and the direction you are facing when your character is out of screenshot.

**PARTNER'S LOCATION**



Location of a partner who has suddenly burst into a match.

## COMBAT RULES

Matches are fought as 3-on-3 tag team battles. You can switch to different partners at any time during a match.

The red area of the Vitality Gauge will gradually recover for fighters who are waiting off-screen.

Inflict damage to the opponent. When the vitality of all three opposing characters is reduced to zero, the team will be knocked out and you will win the match. If you run out of time, the team with more remaining vitality wins. Draws occur when both teams have the same amount of vitality left when time is up.

# CHARACTER SELECT SCREEN

The following is a description of how to select characters and begin the match.



Select your first character. Press the **LB** button or the **RB** button to apply one of the colors to that character.



Select the assist type for your character.  
Your team is complete once you have selected all three characters and their assist types.

## ASSIST TYPE

TYPE  $\alpha$

TYPE  $\beta$

TYPE  $\gamma$

Crossover Assist  $\rightarrow$  P.24 and  
Crossover Combination  $\rightarrow$  P.25  
differ according to each type.



Select combat rules. The contents of the menu will vary according to the game mode.

# FIGHT!

## RANDOM SELECTION

Select "?" to choose a character at random.  
Select "???" to choose all three characters at random.

## RESERVE UNIT

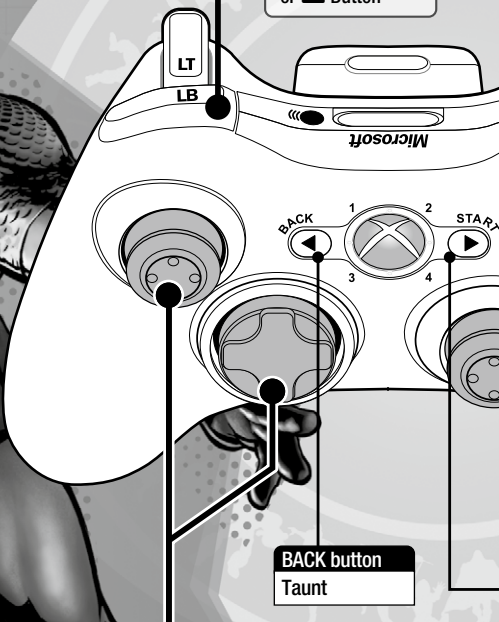
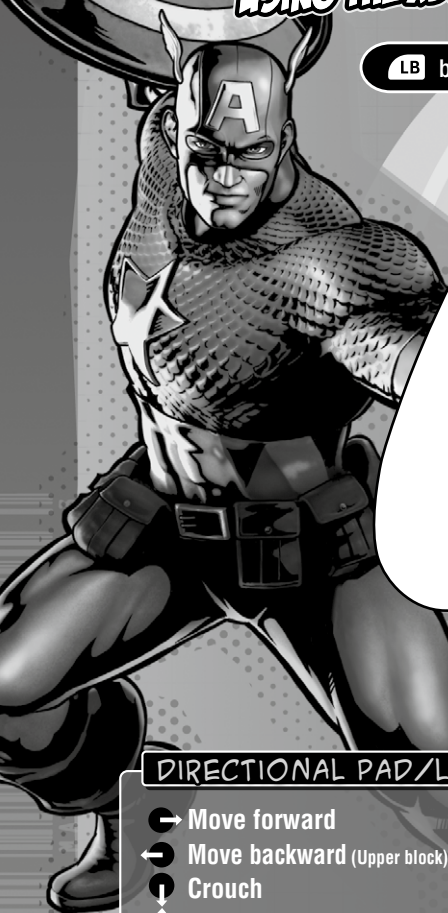
Preset frequently used teams to skip individual character selection. Press the **START** button to display the Reserve Unit Selection menu.

# CONTROLS

## USING THE XBOX 360 CONTROLLER

**LB** button: Partner 1

Switch Partners:  
Hold down the **LB**  
or **RB** Button



### DIRECTIONAL PAD/LEFT STICK

- |                               |                   |
|-------------------------------|-------------------|
| → Move forward                | → → Forward dash  |
| ← Move backward (Upper block) | ← ← Backward dash |
| ↓ Crouch                      | ↓ ↑ Super jump    |
| ↑ Vertical jump               |                   |
| ↘ Lower block                 |                   |
| ↗ Forward jump                |                   |
| ↖ Backward jump               |                   |

\* Controls for the directional pad and left stick are for characters facing right.

\* Reverse left/right controls for characters facing left.



In *ULTIMATE MARVEL VS. CAPCOM® 3*, you can select between Normal and Simple control types. Simple Play is a mode for beginners that enables you to execute flashy Special Moves and combos with the push of a button. However, some features are not available in this mode.

**RB button: Partner 2**

### BUTTONS NORMAL PLAY

### BUTTONS SIMPLE PLAY

X

Light attack

Basic attack  
(Chain Combo)

➔ P.20

Y

Medium attack

Special move

➔ P.21

B

Heavy attack

Hyper Combo

➔ P.21

A

Special attack

Special attack

➔ P.20

➔ P.26

**START button**

Display pause menu

\*The above are default button configurations.

You can edit configurations in Options. ➔ P.17

\*You can select between Normal and Simple control types in Options ➔ P.17 or the Character Select screen.

## OTHER CONTROLS

Directional pad/  
left stick

Select modes, mode menus and items.

**A** button

Confirm

**B** button

Cancel



# GAME MODES -OFFLINE-

## ARCADE

Fight in a tournament against CPU opponents. Clear this mode by defeating the final boss. You can edit the following settings before your match.



### DIFFICULTY

Adjust CPU strength. Select from among five difficulty levels ranging from VERY EASY to VERY HARD.

### TIME

Select time limit (30, 60, 99 or ∞).

### DAMAGE

Adjust amount of damage you are able to inflict on the opponent. Select from five levels ranging from LOWEST to HIGHEST.

### FIGHT REQUEST

Activate online Fight Requests.  
Select either Ranked Match or Player Match.

→ P.11



## VERSUS

Fight against other players. Before each match, you can select handicaps and stages. After each match, you can choose to have a rematch, change characters, or return to the Main Menu.

### HANDICAPS

You can set the vitality of the characters to five different levels. The more ★s, the greater the vitality.



# OFFLINE MODE

## TRAINING

Select a character and polish up your skills before a real battle. Press the START button during a match to display the Pause Menu, where you can adjust your opponent's settings.



You can edit the following settings in Training mode. Press the **LB** \ **RB** buttons to switch pages.

### PAUSE MENU

Adjust controller settings, check commands for Special Moves, or exit Training.

### DUMMY OPTIONS

Adjust your training opponent's settings.

### DUMMY SETTINGS

Adjust your training opponent's game settings.

### PLAYER SETTINGS

Adjust your game settings.

### TRAINING OPTIONS

Adjust your training settings.

## MISSION

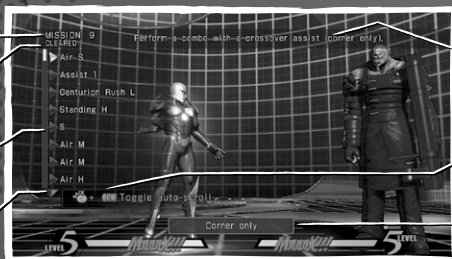
Take on ten missions specific to each character. Missions cover everything from basic moves to combos. There are five levels of difficulty in all.

MISSION  
NUMBER

CLEAR  
STATUS

ASSIGNMENT

SCROLL  
ICON



MISSION  
DETAILS

SCROLL  
CONTROL  
DISPLAY

SPECIAL  
CONDITION

Toggling the Scroll Control Display allows you to scroll through missions at will.  
NOTE: Training and Mission modes can be restarted by pressing the START/BACK buttons together.

# GAME MODES -ONLINE-

**FIGHT OTHER  
PLAYERS ONLINE  
VIA XBOX LIVE.**

*\*Requires an Xbox LIVE Gold Membership.*

**XBOX LIVE**



## **RANKED MATCH**

Fight other players in matches that affect your rank.

➔ P.11

## **PLAYER MATCH**

Fight other players in matches that do not affect your rank.

➔ P.11

## **LOBBY**

Select SEARCH LOBBY to look for lobbies with online opponents. Or, host your own lobby and let them come to you.

➔ P.12

## **LEADERBOARDS**

View Leaderboards for all players online.

➔ P.15

## **PRECAUTIONS FOR ONLINE**

- ◆ You cannot pause during online matches.
- ◆ Restrictions may be applied to your participation of online matches if you repeatedly, deliberately terminate connection to the network.
- ◆ Connection strength will be displayed over your selected icon.



**BAD**



**NORMAL**



**GOOD**

## RANKED MATCH

Fight other players online. The outcome of your match will affect your rank and be counted towards your official record. Records will be reflected on various Leaderboards. ➔ P.15



There are three ways to search for opponents in Ranked Match.

### QUICK MATCH

Search for an opponent without setting any conditions.

### CUSTOM MATCH

Search for an opponent under specific conditions, such as region and rank limit.

### CREATE MATCH

Create your own match type by setting specific conditions, such as region and rank limit.

### RANK

Your rank is based on the result of online matches.

The outcome of each match raises or lowers your rank. ➔ P.19

## PLAYER MATCH



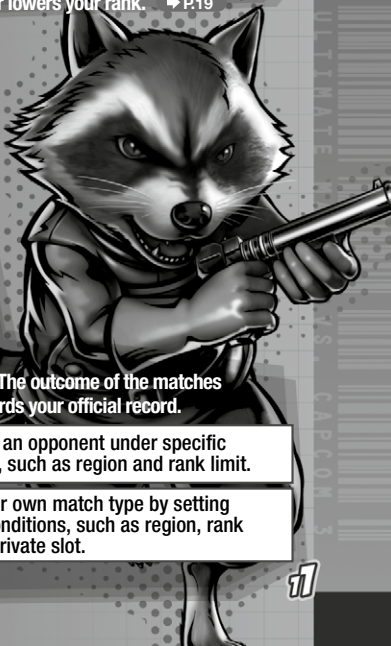
Fight other players online, like in Ranked Match. The outcome of the matches do not affect your rank and are not counted towards your official record.

### CUSTOM MATCH

Search for an opponent under specific conditions, such as region and rank limit.

### CREATE MATCH

Create your own match type by setting specific conditions, such as region, rank limit and private slot.





# GAME MODES -ONLINE-



## LOBBY CREATE LOBBY

Create and host a lobby where players gather online.

You can edit five settings when creating a lobby.

### LOBBY SIZE

Set the maximum number of players for the lobby. (2 to 8 players.)

### PRIVATE SLOT

Set the number of private slots for the lobby. (0 to 8 private slots are available.)

### REGION

Set the region for the lobby. Selecting a region will restrict participants to players in the same region.

### RANK LIMIT

Set the skill level of the players in the lobby. Setting a rank limit will restrict participants to players who are of the same rank **P.19** as you.

### LOBBY NAME

Set the name of the lobby.

## SEARCH LOBBY

Search online for a lobby of your choice by selecting lobby size, region, rank limit and lobby name.



# XBOX LIVE

Lobbies feature the following:

## STATUS ICON

Shows whether the player is in line for battle or spectating.

## PLAYER LIST

List of all players in the lobby.

## LOBBY INFO

Your chosen lobby name and size.

## LOBBY STATS

Lobby stats such as the current longest streak.

## MATCH DISPLAY

Shows lobby's current match.

## MOST VICTORIES

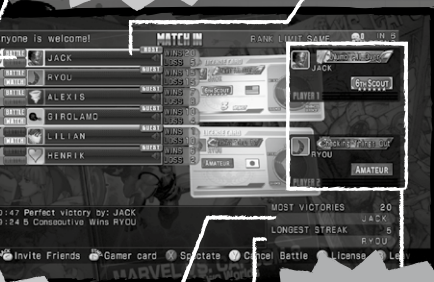
Most victories on record for this lobby.

## LONGEST STREAK

Longest streak on record for this lobby.

Pressing the **Y** button in a lobby displays the Battle Icon. You will then be set to Battle Mode to await your turn for battle.

Pressing the **Y** button again will cause the Battle Icon to disappear, canceling Battle Mode and your place in line.



# GAME MODES -ONLINE-

Allows you to spectate matches in lobbies.

## WATCH

Pressing the **X** button in a lobby will result in the WATCH icon displaying. You will then enter Spectator Mode, allowing you to spectate the lobby's next match.

Pushing the **X** button once more will cause the WATCH icon to disappear, taking you out of Spectator Mode.



When spectating, the below message will show, letting you know you are in Spectator Mode.



Pressing the START button in Spectator Mode will bring up a menu that lets you choose whether to return to the lobby or not.



# XBOX LIVE

## LEADERBOARDS

Check records of players across the globe by viewing Leaderboards for all players online.

You can view four types of Leaderboards.

### RANK LEADERBOARDS

Leaderboards based on rank in Ranked Match.



Rank	Player	Score
1	Player 1	10000
2	Player 2	9500
3	Player 3	9000
4	Player 4	8500
5	Player 5	8000

### TOTAL WINS LEADERBOARDS

Leaderboards based on win count in Ranked Match.



Rank	Player	Wins
1	Player 1	100
2	Player 2	95
3	Player 3	90
4	Player 4	85
5	Player 5	80

### WIN STREAKS LEADERBOARDS

Leaderboards based on win streaks in Ranked Match.



Rank	Player	Streak
1	Player 1	10
2	Player 2	9
3	Player 3	8
4	Player 4	7
5	Player 5	6

### HIGH SCORE LEADERBOARDS

Leaderboards based on Arcade score in offline mode.

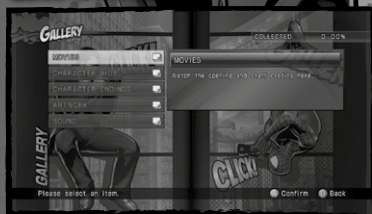


Rank	Player	Score
1	Player 1	10000
2	Player 2	9500
3	Player 3	9000
4	Player 4	8500
5	Player 5	8000

\* You can view Rank Leaderboards and Total Wins Leaderboards by region. Press the **LB** and **RB** buttons to switch between regions.

# GAME MODES -OTHER MODES-

## GALLERY



View various movies, 3D models and illustrations used in the game.

There are five Gallery modes.

### MOVIES

View movies that are used in-game.

### CHARACTER BIOS

Read up on characters.

### CHARACTER ENDINGS

View the endings of characters that you have cleared Arcade mode with.

### ARTWORK

View illustrations of characters. As you play, more art will be available for viewing.

### SOUND

Listen to tracks used in the game, as well as the voices of each character.





## OPTIONS



You can adjust seven settings in Options.

### CONTROLLER

Set your preferred controller settings.

### OPERATION MODE

Switch between Normal and Simple Play. Also switch between ON/OFF for Auto Super-Jump.

### HUD POSITION

Adjust the position of items in the game screen, such as the Vitality Gauge.

### SOUND

Adjust various sound settings, such as the volume of background music and sound effects.

### CHARACTER VOICE

Switch voices for the Capcom characters between English and Japanese.

### SYSTEM

Toggle messages received over a network connection and subtitles ON or OFF.

### RESET BATTLE RECORDS

Return your Xbox LIVE battle records to the default value.



# GAME MODES -OTHER MODES-

## HERO LICENSE



View various information such as win/loss record, battle data and Leaderboards. You can also edit online player data and preset frequently used teams.

### PLAYER DATA

Edit information such as your title and icon.

### RESERVE UNIT

Displays your preset reserve unit.

### RANKED MATCH DATA

Displays your battle record of the Ranked Match.

### HISTORY

Displays your recent play history.

### PLAYER POINTS

Displays the total amount of player points you have earned through playing each game mode. Player points indicate your overall skill.

### FIGHTING STYLE

Displays a graph of your fighting style. The graph is made up of five components including ADVANCED OFFENSE and BASIC OFFENSE.

### PLAY STATE

Displays the number of Achievements and titles you will soon earn.



The Hero License has five pages in all.  
Press the **LB** / **RB** buttons to switch between pages.

### **LICENSE CARD**

View general player information.



### **CHARACTER DATA**

View character data  
and usage rate.



### **RESERVE UNIT**

Edit your preset reserve unit.  
You can register up to three teams.



### **BATTLE DATA**

View detailed information  
of your battles.



### **FRIENDS**

View information on your friends.



### **RANK**

Represents your skill level based on your win/loss record in the online Ranked Match. Rank is affected by rank points, which fluctuate depending on your record. For each rank, you will be given one of five rank names depending on your fighting style.

### **TITLE**

Obtain titles by fulfilling specific battle conditions for certain characters. You can share your title with online opponents by displaying it in PLAYER DATA.

# MOVES - BASIC ATTACKS -

The following are explanations about moves used during matches. Controls are for characters facing right. Reverse left/right controls for characters facing left.

## BASIC MOVE

**Ar L** or **Ar M** or **Ar H**

Press the button to execute a basic move. During battle, characters will be standing, crouching or airborne. The executed move varies depending on the character's position and the button that you press.



## CHAIN COMBO

**Ar L** ▶ **Ar M** ▶ **Ar H**

Input commands from weakest to strongest (Light > Medium > Heavy) to execute a combo. The order and type of move that results varies depending on the character.



During Simple Play, you can automatically execute a Chain Combo by rapidly pressing the Basic Attack button. ➔ P.07

## AIR COMBO

↑ after hitting **Sp** OR hold down **Sp** after hit (if Auto Super-Jump is set to on)

Send your opponent in the air and jump after them to execute an air combo.

Also, if Auto Super-Jump is set to On ➔ P.17 holding down the Special attack button after launching the opponent will cause your character to automatically super jump after the opponent.



During Simple Play, you can automatically send the opponent in the air, perform a super jump and execute an air combo by rapidly pressing the Special attack button. ➔ P.07

The following icons represent the controls used during gameplay.  
See Controls ➔ P.06-07 for the position of each button.

**A** One of the basic attack buttons.

Light attack.

**L**

 Input directional pad/left stick in specified direction.

Medium attack.

**M**

Heavy attack.

**H**

**Pt1 Pt2** Partner button.

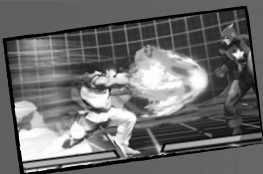
**Sp** Special attack button.

## SPECIAL MOVE

Commands vary depending on the character.

Each character has powerful moves that are unique to that character. These moves can inflict greater damage than normal attacks. In addition, Special Moves can still inflict a little damage even if they are guarded by the opponent.

During Simple Play, some Special Moves can be executed by simply pressing the Special Move button. ➔ P.07



## HYPER COMBO

Commands vary depending on the character.

USES 1 OR 3 HYPER COMBO GAUGE BARS

Each character can execute Hyper Combos which can inflict major damage on the opponent. Execute a Hyper Combo by using one Hyper Combo Gauge bar (or three bars for level 3 Hyper Combos).

During Simple Play, some Hyper Combos can be executed by simply pressing the Hyper Combo button. ➔ P.07



### ♦ HYPER COMBO GAUGE

Gradually increases when you attack or receive/guard an attack. Up to 5 gauge bars can be accumulated. Once the gauge is full you can use it to execute various attacks, such as Hyper Combos.





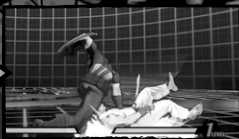
# MOVES -OTHER MOVES-

## THROW/THROW ESCAPE

→ or ← + **A/H** near opponent

### THROW

Simultaneously press the directional pad and the Heavy Attack button while near the opponent. The opponent will be thrown in the direction (left or right) that the directional pad was pressed.



### THROW ESCAPE

Avoid being thrown by inputting a Throw command immediately before the opponent throws you.

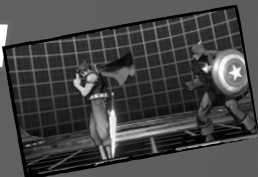


## TAUNT



BACK button

Your character will taunt the opposing character. Taunts do not have any special effects.





## SNAP BACK

 + **Pt1** or **Pt2**

USES 1 HYPER COMBO GAUGE BAR

Replace the current opponent with one of the other characters on your opponent's team.

Press the **LB** button to switch with Partner 1 of the opposing team.

Press the **RB** button to switch with Partner 2 of the opposing team.



## GUARD

 (Standing Guard)  (Crouching Guard)  in air (Air Guard)

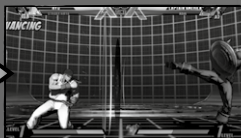
Hold down the directional pad in the opposite direction as the opponent to guard yourself from an attack. There are three types of guards; standing, crouching and air. You must be able to use all three, as some attacks can only be guarded by one of the three types.



## ADVANCING GUARD

**A1** **A2** while guarding Press two attack buttons simultaneously

Input the command while guarding to push back the opponent and create space. This move is useful for avoiding potentially deadly combos.



# MOVES - PARTNER MOVES -

## CROSSOVER ASSIST

Pt1 or Pt2

Summon an off-screen partner for an assist attack. Your partner will rush on screen to attack the opponent before leaving the screen again. See ➔ P.05 for more info regarding Assist Types.



## CROSSOVER ATTACK

Hold down Pt1 or Pt2

Summon an off-screen partner to rush on screen with an attack and switch places with the character you are controlling. Crossover Attacks can be used when a partner is available to assist you.



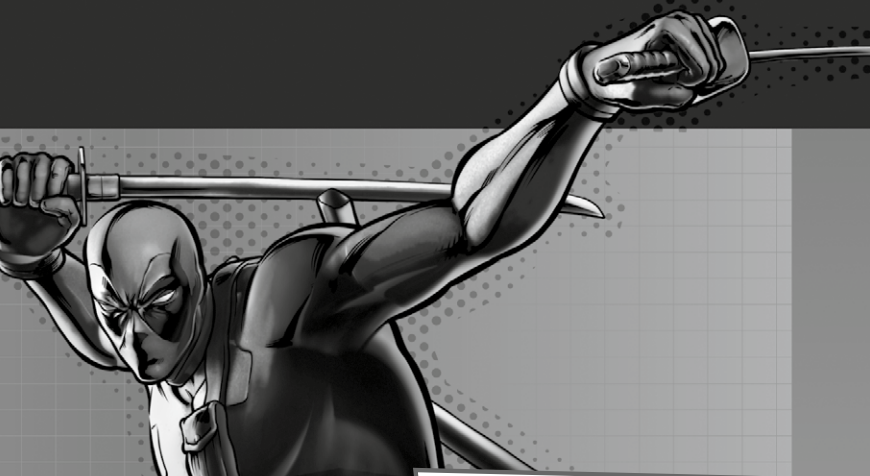
## CROSSOVER COUNTER

➔ + Pt1 or Pt2 while guarding

USES 1 HYPER COMBO GAUGE BAR

While guarding an opponent's attack, summon an off-screen partner to rush on screen with an assist attack and switch places with the character you are controlling. The character's body will light up if you successfully execute a Crossover Counter.





## TEAM HYPER COMBO

Commands vary depending on the character.

### USES 2 TO 5 HYPER COMBO GAUGE BARS

While you are executing a Hyper Combo, summon an off-screen partner by inputting the command for another Hyper Combo. Your partner will rush on screen with a Hyper Combo and switch places with the character you are controlling. You can execute Hyper Combos for up to three characters in a row.



## CROSSOVER COMBINATION

P1 + P2

### USES 2 TO 3 HYPER COMBO GAUGE BARS

Simultaneously execute a Hyper Combo with an off-screen partner. The amount of damage inflicted on the opponent varies considerably depending on the combination of the Hyper Combos.



# MOVES -PARTNER MOVES-

## TEAM AERIAL COMBO

↑ or ← or → or ↓ + Sp during an Air Combo hit

Summon off-screen partners to execute three consecutive Air Combos. Team Aerial Combos are effective in instances where you want to inflict major damage to the opponent when you have no bars in your Hyper Combo Gauge. *\*You cannot use this move if you only have one character.*



### DIRECTION OF ATTACK

When executing Team Aerial Combos, you can choose the direction (upward, sideways or downward) in which the second and third partners will attack. The resulting attack varies depending on the direction that is chosen.



#### UPWARD ↑ + Sp

Send the opponent in the air. Inflicts the most damage out of the three.

#### SIDEWAYS → + Sp

Smash the opponent against the edge of the screen. Takes away one bar of your opponent's Hyper Combo Gauge.

#### DOWNWARD ↓ + Sp

Slam the opponent against the ground. You will accumulate one Hyper Combo Gauge if you successfully land the attack.

## TEAM AERIAL COUNTER

↑ or ← or → or ↓ + Sp while receiving Team Aerial Combo



Prevent the opponent from executing a Team Aerial Combo. Input the same command as the opponent when they are switching to the second/third character. If you are successful, the opposing character will go flying.



# X-FACTOR

At L + At M + At H + Sp

Temporarily boost strength and mobility to inflict major damage to the opponent. X-Factor can only be used once per match. X-Factor can be activated on the ground or in the air. \*Effects vary depending on the character. Use this move to make a preemptive strike, defeat difficult characters or turn the tables when you are losing a match.

**X-FACTOR ACTIVATED!!!**

TEMPORARILY BOOST  
STRENGTH AND MOBILITY  
CAN ALSO BE ACTIVATED  
IN MID-AIR

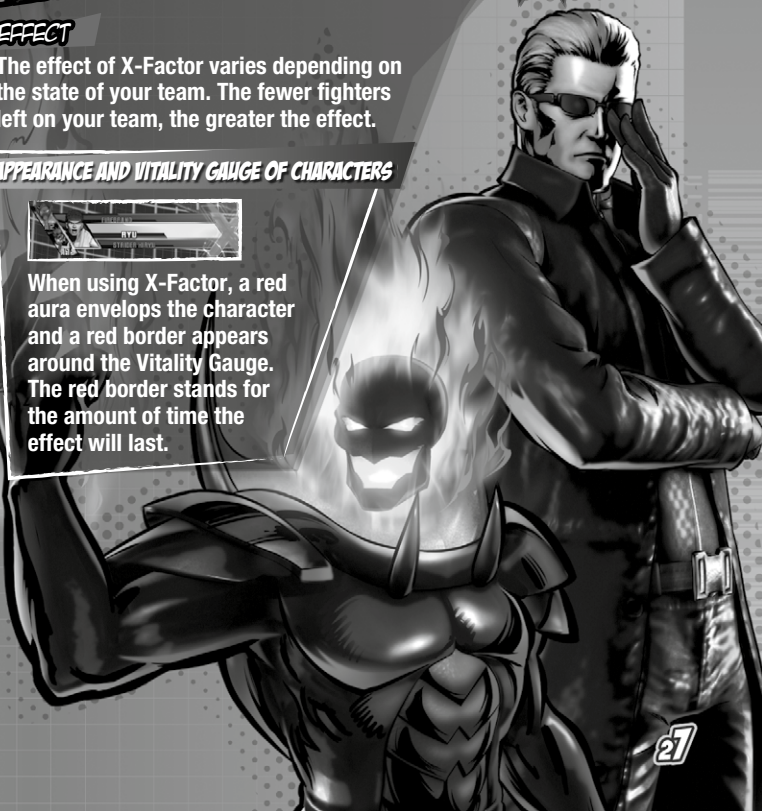
## EFFECT

The effect of X-Factor varies depending on the state of your team. The fewer fighters left on your team, the greater the effect.

## APPEARANCE AND VITALITY GAUGE OF CHARACTERS



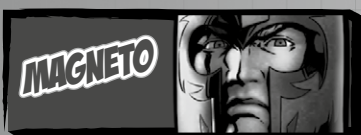
When using X-Factor, a red aura envelops the character and a red border appears around the Vitality Gauge. The red border stands for the amount of time the effect will last.



# FIGHTERS



ULTIMATE MARVEL VS. CAPCOM 3



# FIGHTERS

CHRIS

WESKER

ZERO

TRON

MORRIGAN

FELICIA

HAGGAR

DOCTOR  
DOOM

DORMAMMMU

SUPER-SKRULL

M.O.D.O.K.

PHOENIX

X-23

HULK







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